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RECORDATION NO. 16688-V FILED
FEB 5 '01 2-39 PM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

February 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Security Agreement and Trust Indenture Supplement No. 12, dated as of April 18, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Trust Indenture (Rail Trust No. 89-6) which was previously filed with the Commission under Recordation Number 16688.

The names and addresses of the parties to the enclosed document are:

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee. U.S. Bank Trust
National Association
111 East Wacker Drive
Chicago, IL 60601

Mr. Vernon A. Williams
February 5, 2001
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A description of the change in reporting marks and road numbers for the railroad equipment covered by the enclosed document is attached hereto.

A short summary of the document to appear in the index follows:

Security Agreement Supplement No. 12 between First Security Bank, N.A., Lessor and U.S. Bank Trust National Association, Indenture Trustee, changing the reporting marks and road numbers of certain railroad equipment as attached hereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
HS	6102	CUOH	7441
GTRA	2070	AGR	2070
GTRA	2071	AGR	2071
GTRA	2072	AGR	2072
GTRA	2077	AGR	2077
GTRA	2078	AGR	2078
GTRA	2079	AGR	2079
GTRA	2081	AGR	2081
GTRA	2082	AGR	2082
GTRA	2083	AGR	2083
GTRA	2084	AGR	2084
GTRA	2087	AGR	2087
GTRA	2089	AGR	2089
GTRA	2092	AGR	2092
HS	6112	CUOH	7448
HS	6131	CUOH	7462
FRDN	4279	DME	17074
ITLX	20038	NRR	8001
ITLX	20042	HS	23300
ITLX	20043	KCS	312001
ITLX	20055	DME	20055
PLCX	17016	DME	17016
PLCX	20004	HS	23733
PLCX	20005	HS	23707
PLCX	20006	HS	23653
PLCX	20007	HS	23759
PLCX	20008	HS	23786
PLCX	20025	HS	23651
PLCX	20029	HS	23608
PLCX	20031	HS	23774
USLX	20491	DME	20491
USLX	20499	NRR	8135
USLX	20500	NRR	8136
CIND	51605	YB	3204
DLRX	3139	OHRY	3139
DLRX	3151	OHRY	3151
DLRX	3152	OHRY	3152
DLRX	3153	OHRY	3153
DLRX	3154	OHRY	3154
DLRX	3155	OHRY	3155
CAGY	1801	LRWN	6410
CAGY	1802	LRWN	6411
CAGY	1803	LRWN	6412
CAGY	1804	LRWN	6413
CAGY	1805	LRWN	6414
CAGY	1806	LRWN	6415
CAGY	1807	LRWN	6416
CAGY	1808	LRWN	6417
CAGY	1809	LRWN	6418
CAGY	1810	LRWN	6419

**SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 89-6**

SUPPLEMENT NO. 12

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 12 ("TRUST INDENTURE SUPPLEMENT NO. 12") between FIRST SECURITY BANK, N A., a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-6, and U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a FIRST TRUST NATIONAL ASSOCIATION (the "Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 14, 1989, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 28, 1989 and given Recordation No. 16688-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of Irel Rail Corporation certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 29, 1989 and given Recordation No. 16688; and

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WHEREAS, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of the Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.

2. The Trust Indenture is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1999
December 31, 1999.

3. This Trust Indenture Supplement No. 12 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 12, and any party hereto may execute this Trust Indenture Supplement No. 12 by signing one or more counterparts

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Trust Indenture Supplement No 12 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK N.A.

not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-6

By: _____

Name:

Title:

Date:

U.S. BANK TRUST NATIONAL ASSOCIATION
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

By: Beverly A. Freaney

Name: BEVERLY A. FREANEY

Title: TRUST OFFICER

Date: 3/20/00

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ____ day of _____, 2000, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A and acknowledged to me that the corporation executed it.

Notary Public

STATE OF New York)
) SS
COUNTY OF Kings)

On this 20th day of March, 2000, before me personally appeared Beverly A. Freeman, personally known to me to be the person who executed this instrument as Trust Officer U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

VANESSA MACK
Notary Public, State of New York
No. 01MA6030711
Qualified in Kings County
Commission Expires September 20, 2001

Vanessa Mack
Notary Public

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Trust Indenture Supplement No. 12 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK N.A.

not in its individual capacity but solely as Owner Trustee under Rail Trust No. 89-6

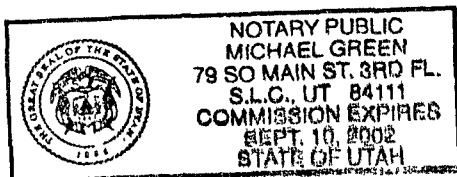
By: Jamie Mackay
Name: **Jamie A. Mackay**
Title: **Assistant Trust Officer**
Date: **4/18/00**


U.S. BANK TRUST NATIONAL ASSOCIATION
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

By: _____
Name:
Title:
Date:

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 18 day of April, 2000, before me personally appeared
Jamie A. Mackay, personally known to me to be the person who executed this
instrument as Assistant Trust Officer of FIRST SECURITY BANK, N A.
and acknowledged to me that the corporation executed it.





Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 2000, before me personally appeared
_____, personally known to me to be the person who executed this
instrument as _____ U.S. BANK TRUST NATIONAL
ASSOCIATION, and acknowledged to me that the corporation executed it

Notary Public

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

**OLD
CAR MARK OLD
CAR NUMBER**

**NEW
CAR MARK NEW
CAR NUMBER**

HS	6102
GTRA	2070
GTRA	2071
GTRA	2072
GTRA	2077
GTRA	2078
GTRA	2079
GTRA	2081
GTRA	2082
GTRA	2083
GTRA	2084
GTRA	2087
GTRA	2089
GTRA	2092
HS	6112
HS	6131
FRDN	4279
ITLX	20038
ITLX	20042
ITLX	20043
ITLX	20055
PLCX	17016
PLCX	20004
PLCX	20005
PLCX	20006
PLCX	20007
PLCX	20008
PLCX	20025
PLCX	20029
PLCX	20031
USLX	20491
USLX	20499
USLX	20500
CIND	51605
DLRX	3139
DLRX	3151
DLRX	3152
DLRX	3153
DLRX	3154
DLRX	3155
CAGY	1801
CAGY	1802
CAGY	1803
CAGY	1804
CAGY	1805
CAGY	1806
CAGY	1807
CAGY	1808
CAGY	1809
CAGY	1810

CUOH	7441
AGR	2070
AGR	2071
AGR	2072
AGR	2077
AGR	2078
AGR	2079
AGR	2081
AGR	2082
AGR	2083
AGR	2084
AGR	2087
AGR	2089
AGR	2092
CUOH	7448
CUOH	7462
DME	17074
NRR	8001
HS	23300
KCS	312001
DME	20055
DME	17016
HS	23733
HS	23707
HS	23653
HS	23759
HS	23786
HS	23651
HS	23608
HS	23774
DME	20491
NRR	8135
NRR	8136
YB	3204
OHRV	3139
OHRV	3151
OHRV	3152
OHRV	3153
OHRV	3154
OHRV	3155
LRWN	6410
LRWN	6411
LRWN	6412
LRWN	6413
LRWN	6414
LRWN	6415
LRWN	6416
LRWN	6417
LRWN	6418
LRWN	6419